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FLORIDA DIVISION OF CORPORATIONS

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FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
075350000132

ACCT#:

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(305) 350-2446

FAX #:

NAME: QUAYSIDE PLACE PARTNERS, LTD.

AUDIT NUMBER.....H98000012355

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

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A98-1427

CERTIFICATE OF LIMITED PARTNERSHIP
OF
QUAYSIDE PLACE PARTNERS, LTD.

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is QUAYSIDE PLACE PARTNERS, LTD., a Florida limited partnership (the "Limited Partnership").

2. The address of the principal office of the Limited Partnership is:

1815 Griffin Road, Suite 202
Ft. Lauderdale, Florida 33004.

3. The registered office of the Limited Partnership is:

2665 South Bayshore Drive, Penthouse 2A
Miami, Florida 33133.

4. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

QUAYSIDE PLACE, INC.,
a Florida corporation
2665 South Bayshore Drive, Penthouse 2A
Miami, Florida 33133.

5. The name and business address of the sole general partner of the Limited Partnership are:

QUAYSIDE PLACE, INC.,
a Florida corporation
2665 South Bayshore Drive, Penthouse 2A
Miami, Florida 33133.

6. The mailing address for the Limited Partnership is:

1815 Griffin Road, Suite 202
Ft. Lauderdale, Florida 33004.

7. The latest date upon which the Limited Partnership is to dissolve is December 31, 2050.

This Instrument prepared by:
Brian L. Bilzin, Esquire
Florida Bar No. 244252
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

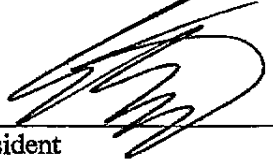
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The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 2 day of July, 1998.

QUAYSIDE PLACE, INC., a Florida corporation

By: 
Ezra Katz, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as President and on behalf of QUAYSIDE PLACE, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for QUAYSIDE PLACE PARTNERS, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: July 2, 1998.

QUAYSIDE PLACE, INC., a Florida corporation

By: 
Ezra Katz, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI- DADE)

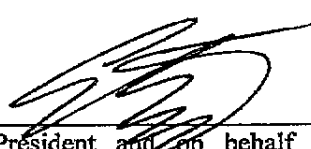
BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Ezra Katz, as President of QUAYSIDE PLACE, INC., a Florida corporation (the "Corporation"), which corporation is the sole general partner of QUAYSIDE PLACE PARTNERS, LTD., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is the President and duly authorized to act on behalf of the Corporation, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of the total amount of \$1000 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.



Ezra Katz, as President and on behalf of
QUAYSIDE PLACE, INC., a Florida corporation

2 THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this day of July, 1998, by Ezra Katz, as President of QUAYSIDE PLACE, INC., a Florida corporation, on behalf of such corporation; said individual is personally known to me.

My Commission Expires:

[NOTARIAL SEAL]



Print Name: S. NAUNTUN
NOTARY PUBLIC, State of Florida
Serial No., if any: OFFICIAL NOTARY SEAL
S. NAUNTUN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC716492
MY COMMISSION EXP. MAR. 14, 2002